UNITED STATES

UNITED STATES

RECEIVISE CURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO
REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

1308090

OMB APPROVAL

OMB NUMBER:

3235-0076

Expires:

April 30, 2008

Estimated average burden

hours per response......16.00

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Armendment A. BASIC IDENTIFICATION DATA PROCESSED 1. Enter the information requested about the issuer Name of Issuer (Check if this is an amendment and name has changed, and indicate change.) Medica III Investments (International) L.P. Address of Executive Offices (Number and Street, City, State, Zip Code) For Medica III Management L.P., 11 Hamanofim St., Ackerstein Towers, Building B, 10 th floor, Herzlia 46725, Israel Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) Brief Description of Business: Medica provides private equity capital to emerging companies operating in the health care and life sciences sector and looks to fund companies with exciting new technologies that satisfy needs of large and growing markets.	Name of Offering (check if this is an amend	dment and name has changed, and indicate change.)	06049964
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Type of Business Organization □ corporation □ business trust □ limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization 09 04 ■ Actual □ Estimated	Brief Description of Business:		
□ corporation □ limited partnership, already formed □ other (please specify): □ business trust □ limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization 09 04 ■ Actual □ Estimated	Medica provides private equity capital to er technologies that satisfy needs of large and	merging companies operating in the health care and life growing markets.	sciences sector and looks to fund companies with exciting new
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Month Year Actual or Estimated Date of Incorporation or Organization 09 04 ■ Actual □ Estimated	□ corporation	limited partnership, already formed	□ other (please specify):
Actual or Estimated Date of Incorporation or Organization 09 04 ■ Actual □ Estimated	□ business trust		1
funsdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:	•		
CN for Canada; FN for other foreign jurisdiction) FN	Jurisdiction of Incorporation or Organization:	•	· ·

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Check Box(es) that Apply:

Business or Residence Address

Full Name (Last name first, if individual)

□ Promoter

A. BASIC IDENTIFICATION DATA					
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	□ Executive Officer	□ Director	■ General Partner
Full Name (Last name first, if individual)					
Medica III Management L.P.					•
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)		
11 Hamanofim Street, Ackerstein Towe	rs. Building B. 1	Oth floor, Herzlia 46725	. Israel		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	■ Principal
Full Name (Last name first, if individual)				· -	
Geller, Ehud					
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)		
Medica III Management L.P., 11 Haman	notim Street Ac	·kerstein Towers Ruild	ing R 10 th floor Herzlis	a 46725 Israel	
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	■ Principal
Full Name (Last name first, if individual)					
Elran, Batsheva					
Business or Residence Address	(Number and St	reet, City, State, Zip Coo	le)	 · · · · · ·	
A C 111 A		desertaia Tanana Bulla	: D 10th A H	. 46725 James	
Medica III Management L.P., 11 Hamas Check Box(es) that Apply:	noiim Street, At □ Promoter	Beneficial Owner	Ing B, 10 1100r, Herzin	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	- Tromotor	Beneficial Owner	G Executive Officer	<u> </u>	S General and of Managing Farmer
					1
Business or Residence Address	(Number and St	reet, City, State, Zip Coo	te)		
	`		,		
One Boston Science Park, Natick, MA (Check Box(es) that Apply:		= P C . 1 - 1 O	m.F		Committee Managing Posterior
Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Tun Name (East hame inst, it marvidual)					
PPMC First Nominees Limited Business or Residence Address	/Number and S	treet, City, State, Zip Co	da)		
Business of Residence Address	(Number and 5	treet, City, State, Zip Co	uej		
1 New Fetter Lane, London EC4A 1HH	United Kingdo				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
New York City Police Pension Fund					
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)		
c/o NYC Comptroller's Office, Bureau of Asset Management, 1 Centre Street, Room 736, New York, NY 10007					
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

□ Executive Officer

☐ Beneficial Owner

(Number and Street, City, State, Zip Code)

□ Director

☐ General and/or Managing Partner

	B. INFORMATION ABOUT OFFERING					
		Yes	No			
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	0	•			
	Answer also in Appendix, Column 2, if filing under ULOE.					
2.	What is the minimum investment that will be accepted from any individual?	S <u>n/a</u>	<u></u>			
3.	Does the offering permit joint ownership of a single unit?	Yes	No ,			
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or					
	similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.					
Full Non	Name (Last name first, if individual) e.					
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)					
Nam	ne of Associated Broker or Dealer					
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers					
	(Check "All States" or check individual States)	All States	,			
_[/	AL) [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA]	_ [HI]	_ [ID]			
_ [!	IL]	_ [MS] _ [OR]	_ [MO] _ [PA]			
_ []	RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] - [WI]	_ [WY]	_ {PR]			
Full	name (Last name first, if individual)					
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)					
Nam	ne of Associated Broker or Dealer					
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers					
	(Check "All States" or check individual States)	All States				
_[/	AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA]	_ [HI]	_ [ID]			
~ [! [!	IL)	_ [MS] _ [OR]	_ [MO] _ [PA]			
] [RIJ [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI]	_ [WY]	_ (PR)			
Full	Name (Last name first, if individual)					
Business or Residence Address (Number and Street, City, State, Zip Code)						
Name of Associated Broker or Dealer						
States in which Person Listed Has Solicited or Intends to Solicit Purchasers						
	(Check "All States" or check individual States)	All States	•			
-[/ [] []		_ [HI] _ [MS] _ [OR]	_ [ID] _ [MO] _ [PA]			
_ (i	RI] _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WI]	_ [WY]	[PR]			

c. offering price, number of investors, expenses and use of proceeds $% \left(\mathbf{r}\right) =\left(\mathbf{r}\right)$

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Aiready Sold
	Type of Security	e	
	Debt	\$	\$
	Equity	S	s
	Common Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$_13,000,000	\$ 13,000,000
	Other (Specify)	S	S
	Total	\$ 13,000,000	\$_13,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	2	\$13,000,000
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE	•	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		•
	Regulation A		
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	O.	\$
	Printing and Engraving Costs	0	s
	Legal Fees	•	\$ <u>125,000</u>
	Accounting Fees	o	s
	Engineering Fees	0	s
	Sales Commissions (specify finders' fees separately)		s
	Other Expenses (identify)	a	s
	Total	•	\$ 125,000
	· V	=	- 122,000

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXP	ENSES AN	D USE OF PROCEEDS		_
	 b. Enter the difference between the aggregate offering price given in response to Part C - Question I and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 			5	12,875,000
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to for each of the purposes shown. If the amount for any purpose is not known, furnish an estand check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.	be used timate			
	aujustud grow protection and the		Payments to Officers, Directors. & Affiliates		Payments To Others
	Salaries and feca	D	\$		S
	Purchase of real estate	0	\$	ο.	\$
	Purchase, rental or leasing and installation of machinery and equipment	o	\$	O O	\$
	Construction or leasing of plant buildings and facilities	0	s		S
			•		:
	that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Ð	S	0	S
	Repayment of indebtedness	D	\$		\$
	Warking capital		S		\$ <u>12,875,000</u>
	Other (specify):		S	a	S
		-			
		- B	<u> </u>	G	\$
	Column Totals	-	S0	•	S <u>12,875,000</u>
	Total Payments Listed (column totals added)		■ \$ <u>12,875,000</u>		
	D, FEDERAL SIGNAT	URE	•		4
			·		<u> </u>
81	he issuer has duly caused this notice to be signed by the undersigned duly authorized person, a undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon an accredited investor pursuant to paragraph (b)(2) of Rule 502.	. If this notice written requ	e is filed under Rule 505, the lest of its staff, the information	following in furnished	signature constitutes d by the issuer to any
		/	1/1/-		<u> </u>
Įŗ	suer (Print or Type) Signatur	* 1/	Date		

Title of Signer (Print or Type)

Principal, Medica III Management L.P.

October 10 , 2006

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Medica III Investments (International) L.P.

Name of Signer (Print or Type)

Ehud Geller